

# **SMILE Special Board Meeting Minutes**

June 12, 2019  
SMILE Station

Main Website

[www.SellwoodMoreland.org](http://www.SellwoodMoreland.org)

<<>>

Procedural

[www.SMILErecords.org](http://www.SMILErecords.org)

**OFFICERS PRESENT:** Tyler Janzen, President; Simon Fulford, Vice President;  
Pat Hainley, Treasurer; Eric Norberg, Secretary

**BOARD MEMBERS PRESENT:** Bob Burkholder, Elaine O’Keefe, Rhea Smith,  
Julie Currin, Joel Leib, Elizabeth Milner, Gail Hoffnagle, Justin Dick

In accordance with all the provisions for calling such meetings in the SMILE ByLaws, President Tyler Janzen had on June 5 called a **Special Board Meeting** for 7:00 p.m. on June 12, at SMILE Station, solely for the purpose of addressing the details and plans for proceeding with SMILE’s intent to itself start and continue operation of the Sellwood Community Center beginning on September 1, the day after its announced closure by the Parks Bureau of the Sellwood Community Center after August 31.

President Tyler Janzen called this Special Board Meeting to order at 7:02 p.m., repeating its purpose for those present, and asking everyone in the room to introduce themselves, around the room. After that, he yielded the floor to SMILE Vice President Gail Hoffnagle, in her role as the Chair of the SMILE Friends of Sellwood Community Center Committee.

Gail began by telling the Board, in response to a question, that there was no new news to report. She said SMILE now “needs to establish how it intends to run the Center, and with whom to run it”. The SMILE Board has already established that it has a moral and legal obligation to devote the dedicated funds to this effort – since the funds held in trust at SMILE, from the Estate of Helen Hiczun, were bequeathed to SMILE specifically to assist SMILE in keeping the Sellwood Community Center open. We cannot use the funds for any another unrelated purpose, and now, as Pat Hainley observed, is clearly the time to use them.

President Janzen pointed out that the SMILE Friends of Sellwood Community Center Committee has been leading the way in this project so far, but now is probably the time to proceed with what Pat Hainley has already suggested, which is that the committee be spun off into its own nonprofit corporation, overseen by SMILE.

Gail responded that she would like the Board’s approval to retain attorney Ashlee Espailat to provide pro bono legal help with that, and also with the process of acquiring the Community Center building from the Portland Parks Bureau for a nominal fee in a manner similar to how SMILE acquired SMILE Station from the Portland Fire Bureau.

Pat Hainley pointed out that the plan envisioned is to spin off the committee into a corporation or other entity that is entirely owned by SMILE, and with SMILE providing oversight, since the Helen Hiczun bequest was specifically entrusted to SMILE.

Attorney Ashlee Espaillat was present, and she made it clear that her pro bono services would necessarily be limited only to the two issues outlined – and she will provide a “letter of engagement” for the SMILE President to sign – probably in time for the regular SMILE Board Meeting next week, since events are moving fast now. Elizabeth Milner moved that SMILE sign the formal letter of engagement and that Ashlee Espaillat represent SMILE in these steps. Simon Fulford seconded the motion, which passed unanimously.

Pat Hainley then discussed creation of the corporation, and funding it with \$100,000 of capital. Ashlee said that the process is quick – and she could possibly have a draft of the incorporation papers as early as next week. Julie Currin, Gail Hoffnagle, and Pat then discussed our estimates for the cost of a year’s operation of the Center as we contemplate it.

Gail Hoffnagle next asked that the SMILE Board authorize negotiations with the city over the Center building’s ownership, and Eric Norberg commented that Pat Hainley should be involved in all such negotiations, since he is already experienced in negotiating for SMILE with the Parks Bureau. Simon Fulford moved that SMILE approve the committee to proceed with these negotiations, but with final decisions to be made by the SMILE Board. Bob Burkholder seconded the motion, which then passed unanimously.

Gail suggested the committee have a bank account for expense purposes. Ashlee outlined the proper sequence of events in the building acquisition effort – noting that incorporation of the committee as a separate entity may not be needed until agreement is reached. “Goal one”, she said, “is the right to *be* in the building, and to acquire the building.” There followed considerable discussion. Ashlee provided helpful clarifying comments. Simon Fulford, who has a background in operating nonprofit organizations, asked for a “strong business plan” for the operation of the Community Center; Gail and Nancy Walsh, have extensive backgrounds in operating Community Centers for the Portland Parks Department, and Gail said, “much of the plan is already done, and we are making great progress on it.”

Elaine O’Keefe moved that SMILE authorize – from the Hiczun funds – to the Co-Chairs of the Friends of Sellwood Community Center an initial budget of \$10,000 for “startup costs in this project”. Elizabeth Milner seconded, and the motion carried unanimously.

Simon Fulford asked for an opportunity to see and study the operating plan as soon as it is available, so the Board can better envision the scope of this project. “More information will help us go forward, and be more supportive,” he said. He volunteered to help with this. Justin Dick also volunteered to help.

Kim Borcharding, former SMILE Board Member who is a member of the Friends of Sellwood Community Center Committee, said that the committee is thinking of changing the name of the Center to “Sellwood Community House” to better clarify its separation from the Parks Department, and its local operation. The Board reaction appeared to be favorable.

Elizabeth Milner moved adjournment, Rhea Smith seconded the motion, and the motion carried unanimously at 8:29 p.m.